

Bylaws of the Minerva Users Council

PROPOSED REVISED BYLAWS January 2008

[Date]

ARTICLE 1: NAME AND DESCRIPTION

Sec 1: Name of the Consortium

The name of this consortium shall be the Minerva Users Council (Users Council).

Sec 2: Description and General Powers

- a) The Users Council represents a statewide, multi-type consortium of libraries that work collaboratively to provide their patrons with expanded library services and resources through common policies and purposes.
- b) The Users Council is recognized by both the Maine State Library (MSL) and Maine InfoNet (MIN) as a formal partner in the support and utilization of the integrated library management system (ILS), currently called Minerva (MILS).
- c) The Users Council is a self-governing and self-regulating consortium that is empowered to create, promulgate and enforce its own internal policies and standards and practices with respect to its member libraries and the MILS, providing that all such statements comply with State of Maine laws and regulations and overarching MIN policies.
- d) The Users Council's activities are not limited solely to the MILS itself.
- e) The Users Council will identify, pursue and implement additional services for the consortium and its patrons as deemed appropriate, as long as such services comply with State of Maine laws and regulations and overarching MIN policies.

ARTICLE 2: PURPOSE

Sec 1: Users Council and Executive Board

- a) The Users Council and its Executive Board bear the responsibility and duty to manage the collective use of the MILS resources.
- b) The Users Council through the Executive Board retains the authority to set standards for cataloging, resource-sharing and future cooperative ventures.
- c) The Executive Board shall
 - i) approve policy changes, standards and procedures for the consortium,

- ii) ensure the successful ongoing operation of Minerva, both the MILS and the consortium,
- iii) foster positive relationships and communication among members of the consortium,
- iv) represent and advocate on behalf of the membership before such relevant organizations as the MIN Board, Maine State Library, Maine Library Commission and Maine State Legislature,
- v) coordinate and plan with the MIN staff
 - 1) the ongoing maintenance and operation of the MILS,
 - 2) the scheduling and purchasing of hardware and software changes to the MILS,
 - 3) the future growth and development of the MILS,
- vi) collect dues from the membership, manage all received funds and make expenditures on behalf of the consortium,
- vii) serve as a forum to influence the development and improvement of the technical aspects of the MILS for the benefit of the consortium.

ARTICLE 3: MEMBERSHIP

Sec 1: Membership Qualifications

- a) Any library that is accepted and pays the yearly service and support fees for the MILS is automatically considered a member of the consortium.

Sec 2: Voting Qualifications

- a) Each member library shall designate an official representative to the Users Council who will attend Users Council meetings and who is empowered to vote on behalf of the library on all issues before the membership.
- b) Only individuals formally associated with member libraries are eligible to be official representatives. On occasions when the official representative cannot attend a meeting or cast a vote, s/he may designate another individual formally associated with the library to act as the representative on a temporary basis.

Sec 3: New Member Libraries

- a) The Executive Board in coordination with the Membership Committee is charged with establishing a reasonable goal for the number of new libraries to be admitted to the MILS on a yearly basis and retains the right of final decision with respect to the evaluation of applications, the libraries selected and the implementation schedule. This process will be undertaken in consultation with the MIN staff.
- b) By May of each year, the Membership Committee along with the MIN staff will conduct a formal review to ensure that the new libraries approved for entering the MILS in the previous year have been fully integrated prior to the next round of admissions and will submit a progress report to the Executive Board for review and dissemination to the Users Council.

ARTICLE 4: GOVERNANCE

Sec. 1: Bylaws

- a) The Users Council has the authority to establish bylaws to govern itself and any representative body that it creates.

Sec 2: Executive Board

- a) The Users Council shall establish an Executive Board and authorizes it to conduct business on behalf of the Users Council.
- b) The Users Council shall elect an Executive Board annually from the body of official representatives to terms as outlined in Article 5 that coincide with the consortium's fiscal year, July 1 – June 30.

Sec 3: Quorum

- a) At a Users Council meeting or on any mail or electronic vote on any issue affecting the Users Council, a majority of the membership shall constitute a quorum.
- b) For changes in the bylaws to take effect, a two-thirds majority of votes cast is required.

ARTICLE 5: EXECUTIVE BOARD

Sec 1: Duties and Composition of the Executive Board

- a) The duties of the Executive Board shall include but not be limited to
 - i) approving and/or recommending appropriate allocation of financial resources, authorizing payments of all invoices,
 - ii) approving the annual budget,
 - iii) managing and monitoring the financial status of the consortium, which includes
 - 1) overseeing the third party financial agent selected to collect and manage Users Council fees,
 - 2) collection of annual fees, and
 - 3) ensuring that an independent examination of all of the consortium's accounts is conducted annually by a qualified party,
 - iv) developing policies, standards, and procedures,
 - v) expressing the consensus and preferences of the Users Council on all other matters relating to the operation of the group and the MILS.
- b) The Executive Board shall be composed of nine Users Council official representatives, and the terms served will be of three years in length.

- c) In annual elections, three new Board members will be voted upon by the Users Council.
- d) The nine representatives shall be composed of the following: 4 from public library members, 3 from college/ postsecondary library members, 1 from special library members and 1 from school library members.
 - i) The Users Council may from time to time amend this section to keep the representation in rough proportion to that within the system itself, if deemed necessary.
- e) In addition to the nine Board members there will be three non-voting ex officio representatives – the Financial Officer, the MIN Board representative appointed by the Executive Board, and the MIN CEO.
- f) Elections for the Executive Board will be held annually in April.
- g) Nominations for Board members shall be solicited from among the designated official representatives of member libraries no later than January 30, with ballots to be distributed by March 30. Final results shall be tabulated and announced to the Users Council by April 30.
- h) In the event that a vacancy should arise on the Board, a person from the membership will be appointed by the Executive Board Chair to complete the term being vacated. The individual appointed must come from among the type of library group that the vacancy represents.
- i) The Executive Board will meet at least 6 times a year.
- j) Notice of Board meetings shall be distributed to each Board member by the Chair in writing at least one week in advance, with a statement of the time, place, and the agenda.
- k) Executive Board meetings are open.
- l) Notice of meetings and the agenda shall be posted on the Minerva web site at least one week in advance of a meeting.
- m) Meeting minutes shall be posted on the Minerva web site in a timely manner.

ARTICLE 6: OFFICERS

Sec 1: Election of Board Officers

- a) At the first meeting of the new fiscal year, the Executive Board shall elect officers. These officers shall be a Chair, Vice-Chair, Treasurer, Secretary and ex officio Financial Officer.
- b) Each officer shall serve a one-year term. An officer may not serve more than two complete terms in succession.
- c) New officers assume their duties at the beginning of the fiscal year.
- d) The Vice-Chair will immediately and only succeed the Chair if the Chair is unable to finish his or her term and will serve out the un-expired Chair's term.
- e) Except for the Chair's vacancy, whose succession is laid out in Article 6, Section 1 (d), all other Executive Board Officers vacancies will be filled by special election from within the Executive Board.

Sec 2: Duties of the Chair

- a) Coordinate, prepare for and preside at the meetings of the Executive Board and the Users Council.
- b) Appoint annually the chairs of the standing committees and round tables.
- c) Appoint a representative to the MIN Board from the official representatives of the Users Council.
- d) Perform other duties as are appropriate to the office of the Chair.

Sec 3: Duties of the Vice-Chair

- a) Perform the duties of the Chair in the event of the Chair's temporary disability or absence from meetings, or if the Chair becomes ineligible to hold office.
- b) Complete assignments as delegated by the Chair.

Sec 4: Duties of the Treasurer

- a) Oversee the financial operations of the Users Council.
- b) Report at each Executive Board and Users Council meeting on the financial status of the consortium.
- c) Act as the liaison between the Executive Board and the Financial Officer.
- d) In consultation with the MIN CEO and the Financial Officer, formulate the annual budget to be approved by the Executive Board.

Sec 5: Duties of the Secretary

- a) Record the minutes of the Executive Board and Users Council meetings and publish all minutes and agendas on the Minerva web site.
- b) Maintain correspondence and records of the Users Council.
- c) Report to the Executive Board and the membership at all meetings and at other times as requested by the Chair.

ARTICLE 7: EX OFFICIO MEMBERS OF THE EXECUTIVE BOARD

Sec 1: The Financial Officer

- a) is appointed by the Executive Board on an annual basis,
- b) is bonded and receives a nominal yearly stipend to be determined by the Board,
- c) works with any third party financial agent selected to collect and manage Users Council fees,
- d) is responsible for paying all Users Council bills in accordance with the contract with the third party financial agent and/or at the direction of the Board and reporting such expenditures to the Treasurer on a monthly basis,
- e) works with the Treasurer as required.

Sec 2: The MIN Board Representative

- a) is appointed by the Users Council Executive Board to serve a three-year appointment, as specified by the MIN bylaws,
- b) will attend the Executive Board meetings and report regularly to the Executive Board and the Users Council on the directions and policies under consideration by the MIN Board that directly or indirectly might affect the Users Council and its members,
- c) is empowered to speak on behalf of the Executive Board and the Users Council at MIN Board meetings,
- d) reports to the MIN Board any and all issues that the Executive Board and the Users Council direct this person to convey.

Sec 3: The MIN CEO

ARTICLE 8: COMMITTEES

Sec 1: Establishing Committees and/or Round Tables

- a) The Executive Board officers shall establish whatever committees and round tables as are deemed necessary for the business of the consortium.

Sec 2: Committee Chair appointments

- a) The Executive Board Chair shall at his or her discretion appoint all committee chairs.

Sec 3: Standing Committee and Round tables

- a) There will be the following standing and round table committees
 - i) Cataloging Standards Committee
 - 1) Cataloging Round Table
 - ii) Circulation Standards Committee
 - 1) Circulation Round Table
 - iii) Education & Marketing Committee
 - iv) Membership Committee
 - v) Statistics Committee
 - vi) Nominating Committee

Sec 4: Procedures for implementing policies or changes

- a) The members of the round tables shall report suggestions for implementation or adoption in the areas of policy, procedure and standards to the appropriate standing committee.
- b) The standing committee upon reviewing the suggestions and approving them shall then bring suggestions forward as a proposal to the Executive Board for its

- consideration. A standing committee may also forward proposals developed by the standing committee for Executive Board consideration and approval.
- c) The Executive Board may approve or reject the recommended proposal. If deemed appropriate by the Executive Board, the Executive Board may present a proposal to the Users Council for membership's consideration, discussion and/or approval. The Executive Board may give charges to the standing committees for consideration, investigation and development of proposals that may be presented to the Executive Board for approval and implementation.

ARTICLE 9: VOTING

Sec 1: Voting requiring mail or email ballots

- a) The election of the Executive Board and changes to the Bylaws must be voted upon by mail/electronic ballot. For mail/electronic ballots, each member library has one vote. A two thirds majority of the ballots cast is binding.

Sec 2: Voting at Users Council meetings

- a) In voting that is conducted at Users Council meetings, each library shall have one vote.
- b) A majority at a Users Council meeting constitutes a quorum, and a majority vote at a Users Council meeting is binding.

Sec 3: Voting at Executive Board meetings

- a) A majority at an Executive Board meeting constitutes a quorum.
- b) A quorum is necessary to conduct Board and Council business.
- c) A quorum is necessary to vote on issues before the Board.
- d) A majority vote by the Executive Board is binding on the Board and Users Council on all matters as outlined in Article 5a.

ARTICLE 10: USERS COUNCIL MEETINGS

Sec 1: Conducting Users Council meetings

- a) Meetings of the full Users Council shall take place at least 2 times a year.
- b) Notice of such meetings shall be distributed to each Users Council representative by the Chair in writing no less than thirty days in advance, with a statement of the time, place and the agenda.
- c) Meeting agendas and minutes of meetings shall be posted on the Minerva web site at least one week before the scheduled meeting.